

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
DEPARTMENT OF BUSINESS REGULATION-SECURITIES DIVISION
233 RICHMOND STREET
PROVIDENCE, RI 02903

APPLICATION FOR EXEMPTION FROM REGISTRATION REQUIREMENTS
AS A FRANCHISOR

FILING FEE: \$300

1. Name of Franchisor:
2. Principal Address:
3. Reason for claim of exemption:
 1. Net Worth \$10 million and 25 locations for the entire 5 year period preceding the offer.
 2. Other:
4. Enclosed documents:
 1. Uniform Franchise Offering Circular
 2. Uniform Consent to Service of Process
 3. Corporate Acknowledgement
 4. Certification Page
 5. Salesman Disclosure Form
 6. Auditor's Consent
 7. Guarantee of Performance (when required)

CONSENT TO SERVICE OF PROCESS

_____, (a corporation organized under the laws of the state of _____) (a partnership) (an individual) _____, irrevocably appoints the **Director of the Rhode Island Department of Business Regulation** and the successors in office, its attorney, in the state of Rhode Island for service of notice, process or pleading in an action or proceeding against it arising out of or in connection with the sale of franchises, or a violation of the franchise law of Rhode Island, and consents that an action or proceeding against it may be commenced in a court of competent jurisdiction and proper venue within Rhode Island by service of process upon this officer with the same effect as if the undersigned was organized or created under the law of Rhode Island and had lawfully been served with process in Rhode Island. It is requested that a copy of any notice, process or pleading served this consent be mailed to:

Dated: _____, 20 ____.

By

(SEAL)

Title

By

Title

CORPORATE ACKNOWLEDGMENT

STATE OF _____)
) ss.
 COUNTY OF _____)

On this _____ day of _____, 20____, before me _____, the undersigned officer, personally appeared _____ and _____, known personally to me to be the _____ and _____, respectively, of the above-named corporation, and that they, as such officers, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by themselves as such officers.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

(NOTARIAL SEAL) (Notary Public)
 My commission expires:

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGEMENT

STATE OF _____)
) ss.
 COUNTY OF _____)

On this _____ day of _____, 20____, before me _____, the undersigned officer, personally appeared _____, (Name of Notary) _____, known personally to me to be the same person(s) whose names(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

(Notary Public)

(NOTARIAL SEAL)

My commission expires:

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CERTIFICATION

I certify under penalty of law that I have read and know the contents of this application and the documents attached as exhibits and incorporated by reference and that the statements in all these documents are true and correct.

Executed at _____, _____, 20

(Signature(s) of Franchisor and/or Subfranchisor

By

(Seal) Title

STATE OF _____)
) ss.
COUNTY OF _____)

Personally appeared before me this ____ day of _____,
20 ____ the above-named _____ and
to me known to be the person(s) who executed the
foregoing _____ application (as
_____ and _____ respectively, of the
above-named applicant) and (each), being first duly sworn,
stated upon oath that said application, and all exhibits
submitted herewith, are true and correct.

SALESMEN DISCLOSURE FORM

1. As required by Rhode Island statute, list the persons who will engage in the offer or sale of franchises in this state and for each person list the following information:
 - A. Name:
 - B. Business address and telephone number:
 - C. Home address and telephone number:
 - D. Present employer:
 - E. Present title:
 - F. Social Security number:
 - G. Birth date:
 - H. Employment or occupation during the past 5 years. For each such employment state the name of the employer, position held and beginning and ending dates for each such employment.
2. State whether the person identified in 1 above:
 - A. Has any administrative, civil or criminal action pending against him alleging a violation of any franchise law, business opportunity law, securities law, fraud, embezzlement, fraudulent conversion, restraint of trade, unfair or deceptive practices, misappropriation of property or any comparable allegations?

YES _____

NO

- B. Has been convicted of a felony or pleaded nolo contendere to a felony charge?

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- C. Has during the 10 year period immediately preceding the date of the offering circular:

- (1) been convicted of a misdemeanor or pleaded nolo contendere to a misdemeanor charge or been held liable in a civil action by final judgment if such misdemeanor or civil action involved a violation of any franchise law, business opportunity law, securities law, fraud, embezzlement, fraudulent conversion, restraint of trade, unfair or deceptive practices, misappropriation of property or any comparable violation of law?

YES _____

NO

- (2) entered into or been named in any consent judgment, decree, order or assurance under any federal or state franchise, business opportunity, securities, anti-trust, monopoly, trade practice, or trade regulation?

YES _____

NO

- (3) been subject to any order of any national securities association or national securities exchange (as defined in the Securities and Exchange Act of 1934) suspending or expelling such person from membership in such association or exchange?

YES _____

NO

- D. With respect to each question above answered "YES" state:

- (1) the name of each person or entity involved;
- (2) the court, agency, association or exchange involved;
- (3) a summary of the allegations;
- (4) if applicable, the date of the conviction, judgement, decree, order or assurance; and
- (5) the penalty imposed, damages assessed and nature

thereof, and terms and conditions of the judgment,
decree, order or assurance.

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GUARANTEE OF PERFORMANCE

For value received

located at _____,
(Address)

absolutely and unconditionally guarantees the performance by
_____, located at
(Address)

of all the obligations of

under its franchise registration in the state of

_____ dated _____
(Name of state or province) (Effective date of renewal)

and of its Franchise Agreement. This guarantee continues until all
obligations of _____ under
the franchise registration and franchise agreement are satisfied.

_____ is not discharged from
liability if a claim by the franchisee against

_____ remains outstanding. Notice
of acceptance is waived. Notice of default on the part of

_____ is not waived. This guarantee is

binding on _____ and on its successors
and assignees. _____ executed this
agreement at _____ PARENT _____ on the
_____ day of _____, 20____.

(Parent)

By:

Title:

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FOR YOUR INFORMATION

You may obtain instructions for preparing a Uniform Franchise
Offering Circular and a Uniform Application by sending a request
and a check for \$10 to NASAA to:

NORTH AMERICAN SECURITIES
ADMINISTRATORS ASSOCIATION, INC.
10 G STREET, N.E., SUITE 710
WASHINGTON, DC 20002
(202) 737-0900

(202) 783-3571 (facsimile)

Copies of the Franchise Investment Act, Title 19, Chapter 28.1 of
the Rhode Island General Laws may be obtained for \$10 for up to 20
pages from:

COMMERCE CLEARING HOUSE
2700 LAKE COOK ROAD

RIVERWOOD, IL 60015
ATTN: MARY JO POPE
LEGISLATIVE DEPARTMENT

(847) 940-4600 EXT. 2336

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